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If you have sold or transferred all your shares in Halfords Group plc you should pass this document and the accompanying documents to the purchaser or transferee or to the person through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The logo for Halfords, featuring the word "halfords" in a bold, lowercase, sans-serif font. The letters "h", "a", "l", "f", "o", "r", "d", "s" are white and set against a solid orange rectangular background.

Halfords Group plc

(Incorporated in England and Wales with registered number 04457314)

Directors:

D Millard (Chairman)
M Davies
A Findlay
D Adams
C Arney
K Harris
W Ronald

Registered Office:

Icknield Street Drive
Washford West
Redditch
Worcestershire
B98 0DE

24 June 2013

To Shareholders and, for information only, to the holders of options under the Company's share option schemes

Dear Shareholder

2013 ANNUAL GENERAL MEETING

The 2013 Annual General Meeting is to be held at the Crowne Plaza Birmingham NEC, Pendigo Way, National Exhibition Centre, Birmingham B40 1PS on Tuesday 30 July 2013 at 11.30 am. The formal Notice convening the meeting is set out on pages 6 to 10 of this document.

This circular provides you with explanatory notes for each of the resolutions in the Notice and explains the action you should take.

Explanatory Notes to the Resolutions

Resolution 1 – Financial Statements

The Directors are required to present to the meeting the Company's audited financial statements and related Directors' and Auditor's Reports for the period ended 29 March 2013.

Resolution 2 – Approval of Final Dividend

If resolution 2 is approved by shareholders, the final dividend for the period ended 29 March 2013 recommended by the Directors of 9.1 pence for each ordinary share will be paid on 2 August 2013 to shareholders whose names are on the register of members at the close of business on 5 July 2013.

Resolution 3 – Directors' Remuneration Report

In accordance with section 439 of the Companies Act 2006 (the "**Act**"), the Company is required to put the Directors' Remuneration Report to an advisory vote of shareholders. The Directors' Remuneration Report for 2013 is set out in the Company's Annual Report.

Resolutions 4 to 10 – Re-election and Election of Directors

The Directors are committed to measures that promote good corporate governance. In accordance with the UK Corporate Governance Code (the “**Code**”), Matt Davies will stand for election at this year’s meeting, and if elected will submit himself for re-election at each subsequent annual general meeting of the Company until further notice. Consequently, resolution 4 will be proposed in order to allow Matt Davies to retire from office at the conclusion of the 2013 Annual General Meeting and, being eligible, and in accordance with the Company’s Articles and the Code offer himself for election. In accordance with the Code, each of the other Directors will be submitting themselves for re-election at this year’s meeting, and each subsequent annual general meeting of the Company until further notice. Consequently, resolutions 5 to 10 will be proposed in order to allow each of the Directors to retire from office at the conclusion of the 2013 Annual General Meeting and, being eligible, and in accordance with the Company’s Articles and the Code offer themselves for re-election.

Biographical details of all of the Directors who are proposed for re-election are set out on pages 64 to 67 of the Company’s Annual Report and are also available for viewing on the Company’s website www.halfordscompany.com. The Board considers that David Adams, Claudia Arney, Keith Harris and William Ronald, as Non-Executive Directors, continue to be effective members of the Board and each demonstrates a strong commitment to their role. As Chairman, Dennis Millard’s performance during the past year has been reviewed by the Non-Executive Directors led by the Senior Independent Director. Following external board evaluation, the Board recommends that each Director be elected or re-elected, as appropriate, at the 2013 Annual General Meeting.

Resolutions 11 and 12 – Reappointment and Remuneration of Auditor

An auditor must be appointed at each general meeting at which the Company’s accounts are presented to shareholders. At the 2012 AGM, KPMG Audit Plc was appointed as the Company’s Auditor. KPMG Audit Plc has notified the Company of its orderly wind down of business and so this entity will be ceasing to act as Auditor of the Company. This resolution proposes the appointment of KPMG LLP, an intermediate parent of KPMG Audit Plc, as the Company’s Auditor. As resigning auditor, KPMG Audit plc has provided the Company with a “statement of circumstances” as required under the Act. A copy of the Auditor’s statement on ceasing to hold office as auditors of the Company pursuant to section 519 of the Companies Act 2006 is attached as Appendix 1.

The remuneration of the auditor must be fixed by the Company in a general meeting or in such manner as the Company may determine in general meeting. The usual practice is for shareholders to resolve at the annual general meeting that the Directors be authorised to determine the level of such remuneration.

Resolution 13 - Authority to Allot Securities

This ordinary resolution seeks to renew the general authority previously given to the Directors at the 2012 Annual General Meeting to allot securities (such as ordinary shares in the Company), which expires at the conclusion of the forthcoming 2013 Annual General Meeting. Paragraph (a) of resolution 13 would, if passed, give the Directors the authority to allot unissued shares up to a maximum nominal amount of £663,544 representing a maximum number of 66,354,407 ordinary shares of 1 pence each or approximately one third of the Company’s issued ordinary share capital as at 12 June 2013 (which is the latest practicable date for which numbers can be confirmed prior to the date of this circular).

Paragraph (b) of resolution 13 proposes that, consistent with the guidance issued by the Association of British Insurers concerning directors’ powers to allot share capital in the context of a rights issue (the “**ABI Guidance**”), a further authority be given to the Directors to allot equity securities in connection with a rights issue to holders of equity securities (which would include ordinary shareholders), up to a maximum nominal amount of £1,327,088 representing a maximum number of 132,708,800 ordinary shares of 1 pence each or approximately two thirds of the Company’s issued ordinary share capital as at 12 June 2013 (such amount being reduced by the nominal amount of any securities issued under the authority conferred

by paragraph (a) of resolution 13). Where the aggregate actual usage of this authority exceeds the threshold set out in paragraph (a) then, in the circumstances described in the ABI Guidance, all of the Directors will stand for re-election at the following annual general meeting to the extent required in compliance with the ABI Guidance (it being noted that, in any event, as explained above each of the Directors will be submitting themselves for re-election at this year's meeting and each subsequent annual general meeting until further notice).

The authorities sought in paragraphs (a) and (b) of resolution 13 would expire at the conclusion of the annual general meeting of the Company to be held in 2014, or, if earlier, on 30 September 2014. The Directors have no present intention of exercising this authority, except in relation to the Company's share incentive schemes. As at 12 June 2013, the Company held no treasury shares in the Company. The Directors intend to seek renewal of this authority at future annual general meetings.

Resolution 14 - Disapplication of Statutory Pre-Emption Rights

This special resolution, if passed, would renew the authority given to the Directors at the 2012 Annual General Meeting to allot equity securities (such as ordinary shares) for cash without first offering them to existing shareholders pursuant to statutory pre-emption rights. The authority would be limited to allotments of equity securities:

- to ordinary shareholders in proportion to their existing shareholdings;
- to holders of other equity securities as required by the rights attaching to those securities or as the Directors consider necessary, and to deal with treasury shares, fractional entitlements and legal and practical problems in any territory, for example on a rights issue or similar offering of equity securities; and
- for cash up to a maximum amount of £99,532 representing a maximum number of 9,953,161 ordinary shares or approximately 5 per cent of the issued ordinary share capital of the Company as at 12 June 2013.

The authority sought and the limits set by resolution 14 would also disapply the application of section 561 of the Act from a sale of treasury shares to the extent specified in that resolution. This power would expire at the conclusion of the annual general meeting of the Company to be held in 2014, or, if earlier, on 30 September 2014. Again, the Directors have no present intention of exercising this power but believe it is in the interests of shareholders for the Directors to have this flexibility to allot shares for cash and to sell treasury shares for cash in those limited circumstances. The Directors intend to seek renewal of this authority at future annual general meetings.

Resolution 15 – Purchase of Own Shares

This special resolution, if passed, would authorise the Company to make market purchases of its own ordinary shares. If resolution 15 is approved, the Directors may utilise the authority to continue to make market purchases of the Company's shares through the London Stock Exchange. On 7 April 2011, the Directors announced a share buyback programme of up to £75 million. Given the return to more normalised levels of gearing, the Board completed the current buyback programme on 31 May 2012, having purchased 18,404,113 ordinary shares at a total cost of £63.1m (excluding expenses). However, the Directors will continue to keep share buyback under review in light of the Board's intention to maintain an efficient capital structure and retain financial flexibility.

The maximum number of shares which may be purchased if resolution 15 is approved is 19,906,322 representing approximately 10 per cent of the Company's issued ordinary share capital as at 12 June 2013. The authority would, again, expire at the conclusion of the annual general meeting of the Company to be held in 2014, or, if earlier, on 30 September 2014. The minimum price that could be paid for an ordinary share would be 1 pence and the maximum price would be equal to 105 per cent of the average of the middle market quotation for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is purchased, in each case excluding expenses. Any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action

is considered by the Directors to be in the best interests of the shareholders at the time. If the shares purchased were held as treasury shares, they would carry no voting rights and no entitlement to any dividend for as long as they were held as treasury shares. If the shares purchased were cancelled, then the shares in issue would thereby be reduced.

The Directors also intend to seek the renewal of this authority at future annual general meetings. As at 12 June 2013, options over a total of 8,741,009 ordinary shares were outstanding and not exercised. That number of ordinary shares represents 4.39 per cent of the Company's issued ordinary share capital as at 12 June 2013. It would represent 5.51 per cent of the issued ordinary share capital if the authority to purchase the Company's own shares granted at the 2012 Annual General Meeting and the authority proposed to be granted under resolution 15 were both exercised in full and assuming no further ordinary shares are issued. As at 12 June 2013, the Company held no treasury shares in the Company and no warrants over ordinary shares in the capital of the Company existed.

Resolution 16 - Political Donations

This ordinary resolution seeks to renew and replace the authority granted to the Company and its subsidiaries by shareholders at the 2012 Annual General Meeting to make political donations, which expires at the conclusion of the 2013 Annual General Meeting. This resolution concerns Part 14 of the Act, which provides that political donations made by a company to political parties, to other political organisations and to independent election candidates or political expenditure incurred by a company must be authorised in advance by shareholders.

It is not the policy of the Company to make political donations of the type caught by these provisions and the Directors have no intention of changing that policy. However, as a result of the wide definitions in the Act, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the Government and political parties at local, national and European level) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Act.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Act and is intended to authorise normal donations and expenditure. If passed, resolution 16 would allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates and to incur political expenditure (as defined in the Act) up to an aggregate limit of £150,000 during the period up to fifteen months after the passing of resolution 16 whilst avoiding inadvertent infringement of the statute. Any political donation made or political expenditure incurred which is in excess of £200 will be disclosed in the Company's Annual Report for the next year, as required by the Act. The authority will not be used to make political donations within the normal meaning of that expression.

Resolution 17 – Notice of Meetings other than Annual General Meetings

This special resolution is proposed to allow the Company to continue to call general meetings on 14 clear days' notice pursuant to the Companies (Shareholders' Rights) Regulations 2009 (the "**Regulations**"), which implement the Shareholder Rights Directive. The Regulations increase the notice period for general meetings of the Company to 21 clear days unless shareholders approve a shorter period (which cannot be less than 14 clear days). This approval was given at the 2012 Annual General Meeting and the Company would like to continue to have the flexibility to convene general meetings (other than annual general meetings) on 14 clear days' notice. The Directors do not intend to use this authority as a matter of routine, but only when time-sensitive matters are to be discussed and where they consider it to be merited in the interests of shareholders as a whole, and will have regard to other best practice recommendations as regards its use. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed in order to renew this power. The Company will need to meet the requirements for electronic voting under the Regulations in order to call a general meeting on 14 days' notice.

Action to be Taken

Shareholders will find enclosed a reply-paid Form of Proxy for use in connection with the 2013 Annual General Meeting. Whether or not you are able to attend the 2013 Annual General Meeting, you are requested to complete the Form of Proxy and return it to Capita Registrars at PXS, 34 Beckenham Road, Beckenham, BR3 4TU as soon as possible and, in any event, so as to arrive no later than 11.30 am on Friday 26 July 2013. The completion and return of a Form of Proxy will not preclude you from attending the meeting and voting in person, if you wish to do so.

Recommendation

The Directors consider that each of the resolutions set out in the Notice of the 2013 Annual General Meeting on pages 6 to 8 inclusive of this document are in the best interests of the Company and the shareholders as a whole and the Directors recommend that you vote in favour of them, as each of the Directors intends to do in respect of his or her own beneficial holding of shares in the Company.

Yours faithfully,

Dennis Millard
Chairman
24 June 2013

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2013 Annual General Meeting of the Company will be held at the Crowne Plaza, Birmingham NEC, Pendigo Way, National Exhibition Centre, Birmingham B40 1PS on Tuesday 30 July 2013 at 11.30 am to consider the following resolutions, which in the case of resolutions 14, 15 and 17 will be proposed as special resolutions with the remainder being proposed as ordinary resolutions:

1. To receive the audited financial statements for the period ended 29 March 2013 and the Directors' and Auditor's reports thereon.
2. To declare a final dividend for the period ended 29 March 2013 of 9.1 pence for each ordinary share, to be paid on 2 August 2013 to shareholders whose name appears on the Company's register of members at the close of business on 5 July 2013.
3. To approve the Directors' Remuneration Report for the period ended 29 March 2013.
4. To elect Matt Davies as a Director.
5. To re-elect Dennis Millard as a Director.
6. To re-elect Keith Harris as a Director.
7. To re-elect William Ronald as a Director.
8. To re-elect David Adams as a Director.
9. To re-elect Claudia Arney as a Director.
10. To re-elect Andrew Findlay as a Director.
11. KPMG Audit Plc have notified the Company that they are not seeking reappointment. It is proposed that KPMG LLP be and are hereby appointed Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
12. To authorise the Directors to determine the remuneration of the Auditor.
13. That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to:
 - (a) allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £663,544; and
 - (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,327,088 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph (a) of this resolution 13) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in section 560(1) of the Act) as required by the rights attaching to those securities or, subject to such rights, as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

such authorities to apply (unless previously renewed, revoked or varied) until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until the close of business on 30 September 2014) but, in each case, so that the Company may make offers and enter into

agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

14. That, in substitution for all existing powers and subject to the passing of resolution 13, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority granted by resolution 14 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be limited:

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 13, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities (as defined in section 560(1) of the Act), as required by the rights attaching to those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 13 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Act (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 13) up to a nominal amount of £99,532 calculated, in the case of equity securities which contain or comprise rights to subscribe for, or to convert securities into, ordinary shares (as defined in section 560(1) of the Act) by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such right,

such power to apply (unless previously renewed, revoked or varied) until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until the close of business on 30 September 2014) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

15. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of its own ordinary shares of 1 pence each on such terms and in such manner as the Directors may, from time to time, determine, provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 19,906,322 (representing less than 10 per cent of the issued ordinary share capital);
- (b) the minimum price which may be paid for an ordinary share is 1 pence (excluding expenses);
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made (excluding expenses); and
- (d) the authority hereby conferred shall expire at the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, at the close of business on 30 September 2014), but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.

16. That the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect, for the purposes of section 366 of the Act be authorised to:
- (a) make political donations to political parties or independent election candidates (as such terms are defined in sections 363 and 364 of the Act), not exceeding £50,000 in aggregate;
 - (b) make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the Act), not exceeding £50,000 in aggregate; and
 - (c) incur political expenditure (as such term is defined in section 365 of the Act), not exceeding £50,000 in aggregate,

during the period beginning with the date of the passing of this resolution and ending at the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, at the close of business on 30 September 2014), provided that the maximum amounts referred to in (a), (b) and (c) above may comprise sums in different currencies, which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate.

17. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice, provided that this authority expires at the conclusion of the next annual general meeting of the Company after this resolution is passed.

Registered Office:
Icknield Street Drive
Washford West
Redditch
Worcestershire
B98 0DE

By Order of the Board
Alex Henderson
Company Secretary

24 June 2013

Important notes for Shareholders

1. You may appoint one or more persons of your choice to act as your proxy. A proxy may attend the meeting and exercise all or any of your rights to speak and vote at the meeting for you. You may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. A proxy need not be a member of the Company. A Form of Proxy is enclosed and you may use that Form of Proxy to nominate your proxy. To be valid, Forms of Proxy must reach the Company's Registrar no later than 11.30 am on Friday 26 July 2013. Completing and returning a Form of Proxy to the Registrar will not preclude you from attending, speaking and voting at the meeting in person. If you do this and there is a poll vote, we will ignore your proxy votes.

As an alternative to returning your Form of Proxy in hard copy you can complete your Form of Proxy online by logging onto www.capitashareportal.com by 11.30 am on Friday 26 July 2013. To vote online you will need to enter your surname, investor code (as shown on your hard copy Form of Proxy) and your postcode.

If you are not a member of the Company, but have been nominated by a member of the Company (a "relevant member") to enjoy information rights in accordance with section 146 of the Companies Act 2006 (the "Act"), you do not have a right yourself to appoint any proxies. You may, however, have a right under an agreement with the relevant member to be appointed or to have somebody else appointed as a proxy for the meeting. If you do not have such a right, or have such a right and do not wish to exercise it, you may have a right under an agreement with the relevant member to give instructions as to the exercise of voting rights.

2. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member, provided they do not do so in relation to the same shares.

3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered on the Company's relevant register of members at 6.00 pm on Friday 26 July 2013 shall be entitled to attend or vote at this Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the relevant register after 6.00 pm on Friday 26 July 2013 will be disregarded in determining the rights of any person to attend or vote at the meeting.

4. Copies of the service contracts and letters of appointment of the Directors and the current Articles of Association will be available for inspection at the registered office of the Company during normal business hours on each business day from the date of this document until the date of the Annual General Meeting and, together with the register of Directors' interests, will be available for inspection at the place of the Annual General Meeting from 15 minutes prior to its commencement until its conclusion. The Directors have the benefit of qualifying third party indemnity provisions pursuant to the Company's Articles of Association, which are and will be available for inspection as described above.

5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Tuesday 30 July 2013 at 11.30 am and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on a website under section 527 of the Act.

7. Shareholders have the right to ask questions relating to the business of the Annual General Meeting and the Company has an obligation to answer such questions unless they fall within any of the statutory exceptions. No answer will therefore be required to be given if: (i) it is undesirable in the interest of the Company or the good order of the Annual General Meeting; (ii) if to do so would unduly interfere with the preparation for the meeting or involve the disclosure of confidential information; or (iii) if the answer has already been given on a website in the form of an answer to a question.

8. As at 12 June 2013, being the last practicable date prior to the printing of this circular, the Company's issued share capital consisted of 199,063,222 ordinary shares of 1 pence each, with each ordinary share carrying one vote. The Company holds no Treasury shares that hold no voting rights, therefore, the total voting rights in the Company as at 12 June 2013 was 199,063,222.

9. A copy of this Notice and other information required by section 311A of the Act can be found at www.halfordscompany.com.



KPMG Audit Plc
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Snow Hill Queensway
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Private & confidential

The Directors
Halfords Group plc
Icknield Street Drive
Redditch
Worcestershire
B98 0DE

Our ref ms/116/psl387

Contact **Matthew Simpson**
0121 232 3000
Ext 3556

11 June 2013

Dear Sirs

Statement on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will be accepting appointment as statutory auditor at the company's forthcoming Annual General Meeting on 30 July 2013.

We request that any correspondence in relation to this statement be sent to our registered office 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully

KPMG Audit Plc

